

BY-LAWS

5667

OF
G2 WORLDWIDE INC.
Formerly
SLIDECRAFTERS INC.

(A New York Corporation)

ARTICLE I

Shareholders

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Section 1. Place of Meetings. Meetings of shareholders shall be held at such place, either within or without the State of New York, as shall be designated from time to time by the Board of Directors.

Section 2. Annual Meetings. Annual meetings of shareholders shall be held on such date and at such time as shall be designated from time to time by the Board of Directors. At each annual meeting the shareholders shall elect a Board of Directors by plurality vote as provided in the Certificate of Incorporation of the corporation and transact such other business as may properly be brought before the meeting.

Section 3. Special Meetings. Special meetings of the shareholders may be called by the Board of Directors.

Section 4. Notice of Meetings. Written notice of each meeting of the shareholders stating the place, date and hour of the meeting shall be given by or at the direction of the Board of Directors to each shareholder entitled to vote at the meeting at least ten, but not more than fifty, days prior to the meeting. Notice of any special

meeting shall state in general terms the purpose or purposes for which the meeting is called.

Section 5. Quorum; Adjournments of Meetings. The holders of a majority of the issued and outstanding shares of the capital stock of the corporation entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business at such meeting; but, if there be less than a quorum, the holders of a majority of the stock so present or represented may adjourn the meeting to another time or place, from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice, except as required by law, and any business may be transacted thereat which might have been transacted at the meeting or originally called.

Section 6. Voting. At any meeting of the shareholders every registered owner of shares entitled to vote may vote in person or by proxy and, except as otherwise provided by statute, in the Certificate of Incorporation or these By-Laws, shall have one vote for each such share standing in his name on the books of the corporation. Except as otherwise required by statute, the Certificate of Incorporation or these By-Laws, all corporate action, other than the election of directors, to be taken by vote of the shareholders shall be authorized by a majority of the votes cast at such meeting by the holders of shares entitled to vote thereon, a quorum being present.

Section 7. Inspectors of Election. The Board of Directors, or, if the Board shall not have made the appointment, the chairman presiding at any meeting of shareholders, shall have the power to appoint one or more persons to act as inspectors of election at the meeting or any adjournment thereof, but no candidate for the office of director shall be appointed as an inspector at any meeting for the election of directors.

Section 8. Chairman of Meetings. The Chairman of the Board, or, in his absence, the President shall preside at all meetings of the shareholders. In the absence of both the Chairman of the Board and the President, a majority of the members of the

Board of Directors present in person at such meeting may appoint any other officer or director to act as Chairman of the meeting.

Section 9. Secretary of Meetings. The Secretary of the corporation shall act as secretary of all meetings of the shareholders. In the absence of the Secretary, the chairman of the meeting shall appoint any other person to act as secretary of the meeting.

ARTICLE II

Board of Directors

Section 1. Number of Directors. The number of initial directors shall be three, which may be changed from time to time within the limits set forth by action of the stockholders or of the Board of Directors.

Section 2. Vacancies. Whenever any vacancy shall occur in the Board of Directors by reason of death, resignation, increase in the number of directors or otherwise, it may be filled only by a majority of the directors then in office, although less than a quorum, or by the sole remaining director, for the balance of the term, or, if the Board has not filled such vacancy or if there are no remaining directors, it may be filled by the shareholders.

Section 3. First Meeting. The first meeting of each newly elected Board of Directors, of which no notice shall be necessary, shall be held immediately following the annual meeting of shareholders or any adjournment thereof at the place the annual meeting of shareholders was held at which such directors were elected, or at such other place as a majority of the members of the newly elected Board who are then present shall determine, for the election or appointment of officers for the ensuing year and the transaction of such other business as may be brought before such meeting.

Section 4. Regular Meetings. Regular meetings of the Board of Directors, other than the first meeting, may be held without notice at such times and places as the Board of Directors may from time to time determine.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by order of the Chairman of the Board, the President or any two directors. Notice of the time and place of each special meeting shall be given by or at the direction of the person or persons calling the meeting by mailing the same at least three days before the meeting or by telephoning, telegraphing or delivering personally the same at least twenty-four hours before the meeting to each director. Except as otherwise specified in the notice thereof, or as required by statute, the Certificate of Incorporation or these By-Laws, any and all business may be transacted at any special meeting.

Section 6. Organization. Every meeting of the Board of Directors shall be presided over by the Chairman of the Board, or, in his absence, the President. In the absence of the Chairman of the Board and the President, a presiding officer shall be chosen by a majority of the directors present. The Secretary of the corporation shall act as secretary of the meeting, but, in his absence, the presiding officer may appoint any person to act as secretary of the meeting.

Section 7. Quorum; Vote. A majority of the directors then in office (but in no event less than one-third of the total number of directors) shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting to another time or place from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. Except as otherwise required by statute, the Certificate of Incorporation or these By-Laws, all matters coming before any meeting of the Board of Directors shall be decided by the vote of a majority of the directors present at the meeting, a quorum being present.

Section 8. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the

Board of Directors consent in writing to the adoption of a resolution or resolutions authorizing the action, which resolution or resolutions, and the written consents thereto by the members of the Board of Directors, shall be filed with the minutes of the proceedings of the Board of Directors. Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III

Officers

Section 1. General. The Board of Directors shall elect the officers of the corporation, which shall include a President, a Secretary and a Treasurer and such other or additional officers (including, without limitation, a Chairman of the Board, one or more Vice-Chairmen of the Board, Vice Presidents, Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers) as the Board of Directors may designate.

Section 2. Term of Office; Removal and Vacancy. Each officer shall hold his office until the meeting of the Board of Directors following the next annual meeting of shareholders and until his successor has been elected and qualified, or until his earlier resignation or removal. Any officer or agent shall be subject to removal with or without cause at any time by the Board of Directors. Vacancies in any office, whether occurring by death, resignation, removal or otherwise, may be filled by the Board of Directors.

Section 3. Powers and Duties. Each of the officers of the corporation shall, unless otherwise ordered by the Board of Directors, have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from

time to time may be conferred upon him by the Board of Directors. Unless otherwise ordered by the Board of Directors after the adoption of these By-Laws, the Chairman of the Board, or, when the office of Chairman of the Board is vacant, the President, shall be the chief executive officer of the corporation.

Section 4. Power to Vote Stock. Unless otherwise ordered by the Board of Directors, the Chairman of the Board and the President each shall have full power and authority on behalf of the corporation to attend and to vote at any meeting of stockholders of any corporation in which the corporation may hold stock, and may exercise on behalf of the corporation any and all of the rights and powers incident to the ownership of such stock at any such meeting and shall have power and authority to execute and deliver proxies, waivers and consents on behalf of the corporation in connection with the exercise by the corporation of the rights and powers incident to the ownership of such stock. The Board of Directors, from time to time, may confer like powers upon any other person or persons.

ARTICLE IV

Capital Stock

Section 1. Certificates of Stock. Certificates representing shares of stock of the corporation shall be in such form complying with the statute as the Board of Directors may from time to time prescribe and shall be signed by the Chairman of the Board or a Vice-Chairman of the Board or the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary.

Section 2. Transfer of Stock. Shares of capital stock of the corporation shall be transferable on the books of the corporation only by the holder of record thereof, in person or by duly authorized attorney, upon surrender and cancellation of certificates for

(a like number of shares, with an assignment or power of transfer endorsed thereon or delivered therewith, duly executed, and with such proof of the authenticity of the signature and of authority to transfer, and of payment of transfer taxes, as the corporation or its agents may require.

Section 3. Ownership of Stock. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the owner thereof in fact and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

ARTICLE V

Miscellaneous

(Section 1. Corporate Seal. The seal of the corporation shall be circular in form and shall contain the name of the corporation and the year and State of incorporation.

Section 2. Fiscal Year. The Board of Directors shall have power to fix, and from time to time change, the fiscal year of the corporation.

ARTICLE VI

Amendment

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of the corporation subject to the power of the shareholders to amend or repeal the By-Laws made or altered by the Board of Directors.

ARTICLE VII

Indemnification

The corporation may indemnify any director, officer, employee or agent of the corporation to the full extent permitted by law.

*State of New York } ss:
Department of State }*

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 20, 2004



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

Secretary of State

CT-07

F020719000740

CERTIFICATE OF MERGER OF
VISUAL COMMUNICATIONS GROUP INC.

AND

G2 WORLDWIDE INC.

INTO

VISUAL COMMUNICATIONS GROUP INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Howard Breindel and Linda Fox being respectively the president and the secretary of Visual Communications Group Inc. and Joe Celia and Linda Fox being respectively the president and the secretary of G2 Worldwide Inc. hereby certify:

1. (a) The name of each constituent corporation is as follows:

- Visual Communications Group Inc. (originally formed under the name Slidecrafters Inc.)
- G2 Worldwide Inc.

(b) The name of the surviving corporation is Visual Communications Group Inc. and following the merger its name shall be G2 Worldwide Inc.

2. As each constituent corporation, the designation and number of outstanding shares of each class and

series and the voting rights thereof as follows:

Name of Corporation	Designation and number of shares in each class or series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
Visual Communications Group Inc.	Common Stock 100 Shares Outstanding	Common Stock	100
G2 Worldwide Inc.	Common Stock 100 Shares Outstanding	Common Stock	100

3. The Certificate of Incorporation of Visual Communications Group Inc. is amended as follows:

(a) That the Certificate of Incorporation is hereby amended to change the name of the corporation to G2 WORLDWIDE INC.

(b) To effectuate the foregoing amendment, Article One of the Certificate of Incorporation of the corporation is hereby changed to read as follows:

"1. The Name of the corporation is G2 Worldwide Inc (hereinafter called the corporation)"

4. The date when the certificate of incorporation of each constituent corporation was filed

by the Department of State is as follows:

NAME OF CORPORATIONDATE OF INCORPORATION

Visual Communications Group Inc.
(originally formed under the name Slidecrafters Inc.)

September 16, 1986

G2 Worldwide Inc.

May 7, 2001

G2 Worldwide Inc. is a Delaware corporation and filed an application to do business in New York. The Certificate of Authority to do Business in New York was issued on May 23, 2001.

5. The merger was adopted by each New York constituent corporation in the following manner: As to Visual Communications Group Inc. by the written consent of the shareholders given in accordance with Section 615 of the Business Corporation Law, written notice having been duly given to nonconsenting shareholders as and to the extent required by such Section.

G2 Worldwide Inc. has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws and is in compliance herewith. The manner in which the merger was authorized with respect to said corporation was by written consent of the shareholders.

6. The merger shall be effective .

IN WITNESS WHEREOF, we have signed this certificate on the 16th day of July, 2002
and we affirm the statements contained therein as true under penalties of perjury.

Visual Communications Group Inc.

Howard S. Brindel
Howard Brindel, President

Linda Fox
Linda Fox, Secretary

G2 Worldwide Inc.

[Signature]
Joe Gatta, President

Linda Fox
Linda Fox, Secretary

JUL-18-2002 11:31

CT CORPORATION SYS

1212 894 8490 P.05

CT-07

F020719000740

CERTIFICATE OF MERGER

OF

VISUAL COMMUNICATIONS GROUP INC.

and

G2 WORLDWIDE INC.

Into

VISUAL COMMUNICATIONS GROUP INC.

Under Section 904 of the Business Corporation Law

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE

JUL 19 2002

FILED

TAX S

BY: BC

MY

COUNSEL:

Moshe R Oppenheim, Esq
Grey Global Group Inc.
777 Third Avenue
3rd Floor

NY, NY 10017

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*State of New York } ss:
Department of State }*

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 20, 2004



A handwritten signature in black ink, appearing to read "R. A. J.", written over a horizontal line.

Secretary of State

99-00-1000015

**CERTIFICATE OF CHANGE
OF
VISUAL COMMUNICATIONS GROUP INC.**

Under Section 805-A of the Business Corporation Law

1. The name of the corporation is
VISUAL COMMUNICATIONS GROUP INC.

If applicable, the original name under which it was formed is
SLIDECRAFTERS INC.
2. The Certificate of Incorporation of said corporation was filed by the Department of State
on 9/16/86.
3. The address of C T Corporation System and the registered agent of said corporation is
hereby changed from CT CORPORATION SYSTEM, 1633 BROADWAY, NEW
YORK, NY 10019 to 111 Eighth Avenue, New York, New York 10011.
4. The address to which the Secretary of State shall mail a copy of process in any action or
proceeding against the corporation which may be served on him is hereby changed from
c/o CT CORPORATION SYSTEM, 1633 BROADWAY, NEW YORK, NY 10019 to
c/o C T Corporation System, 111 Eighth Avenue, New York, New York 10011.
5. Notice of the above changes was mailed to the corporation by C T Corporation System
not less than 30 days prior to the date of delivery to the Department of State and such
corporation has not objected thereto.
6. C-T Corporation System is both the agent of such corporation to whose address the
Secretary of State is required to mail copies of process and the registered agent of such
corporation.

IN WITNESS WHEREOF, I have signed this certificate on September 1, 1999 and affirm the
statements contained herein as true under penalties of perjury.

C T CORPORATION SYSTEM

By: *Kenneth J. Uva*
Kenneth J. Uva
Vice President

NY Domestic Corporation - agent/process address

990915000015

E9 - DRAWDOWN

CERTIFICATE OF CHANGE
OF

VISUAL COMMUNICATIONS GROUP INC

Under Section 805-A of the Business Corporation Law

Filed by: C T CORPORATION SYSTEM
111 Eighth Avenue
New York, New York 10011

STATE OF NEW YORK
DEPARTMENT OF STATE

SEP 15 9/15/99

FILED
TAXS
BY:

JAN
New York

2

NY Domestic Corporation - agent and/or process address

990915000015

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 20, 2004



A handwritten signature in black ink, appearing to read "R. A. D. S.", written over the printed title "Secretary of State".

Secretary of State

MAR-15-1994 13:23

C T CORPORATION

F940317000 103

CERTIFICATE OF CHANGE

CT

CT
OF

VISUAL COMMUNICATIONS GROUP INC.

UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

* * * * *

WE, THE UNDERSIGNED, Howard Brindal and
Lucille Caserio being respectively the President and
the Secretary of VISUAL COMMUNICATIONS GROUP INC. hereby
certify:

1. The name of the corporation is VISUAL COMMUNICATIONS
GROUP INC.

2. The Certificate of Incorporation of said corporation
was filed by the Department of State on September 16, 1986,
under the name of Slidecrafters Inc.

3. The following was authorized by the Board of
Directors:

To designate C T CORPORATION SYSTEM, 1633 Broadway, New York,
N.Y. 10019 as its registered agent in New York upon which all
process against the corporation may be served.

MAR-15-1994 13:23

C T CORPORATION

IN WITNESS WHEREOF, we have signed this certificate on
the 20th day of February, 1994, and we affirm the statements
contained therein as true under penalties of perjury.

Howard S. Brindley
Howard Brindley, President

Lucille Caserio
Lucille Caserio, Secretary

May 15 4 06 PM '94

May 15 12 65 PM '94

CERTIFICATE OF CHANGE

OF

VISUAL COMMUNICATIONS GROUP INC.

Under Section 805-A of the Business Corporation Law.

Visual Advertising Inc.
177 Third Avenue
New York, NY 10017
Att: Irene P. Neisewander

(Signature)

*State of New York } ss:
Department of State }*

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 20, 2004



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

Secretary of State

CT

5910620000125

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SLIDECRAFTERS INC.

Under Section 805 of the
Business Corporation Law of the State of New York

Pursuant to the provisions of Section 805 of the Business Corporation Law of the State of New York, we, the undersigned President and Secretary of SLIDECRAFTERS INC., hereby certify:

FIRST: That the name of the corporation is SLIDECRAFTERS INC.

SECOND: That the Certificate of Incorporation of the corporation was filed by the Secretary of the State of New York on the 16th day of September, 1986.


THIRD: That the Certificate of Incorporation is hereby amended to change the name of the corporation to VISUAL COMMUNICATIONS GROUP INC.

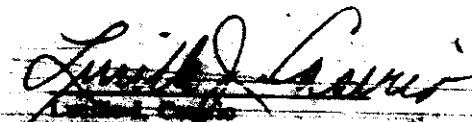
FOURTH: To effectuate the foregoing amendment, Article One of the Certificate of Incorporation of the corporation is hereby amended to read as follows:

"1. The name of the corporation is VISUAL COMMUNICATIONS GROUP INC.
(hereinafter called the Corporation)."

FIFTH: The above amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the Board of Directors, followed by the written consent of the sole shareholder of the corporation.

IN WITNESS WHEREOF we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 15th day of June, 1991.


Steven Tessler
President


Judith J. Lerner
Secretary

G:2/Vis-Comm

CT

f 910620000/25

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SLIDECRAFTERS INC.

Under Section 605 of The Business Corporation Law

FILED

JUN 20 10 45 AM '91

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STATE OF NEW YORK
DEPARTMENT OF STATE

JUN 20 1991

NY
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State of New York
Department of State
A True Copy of the Original
Filed in This Office on

JUN 20 1991

Witness My Hand and Official
Seal of the Department of
State on the Day Enjoined

Legal Dept.
Grey Advertising Inc.
777 Third Avenue
New York, NY 10017

FILED
JUN 20 1991
12 00 PM '91

910620000/30

*State of New York } ss:
Department of State }*

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 20, 2004



A handwritten signature in black ink, appearing to be "R. A. D. S.", written in a cursive style.

Secretary of State

401930

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CERTIFICATE OF INCORPORATION

OF

SLIDECRAFTERS INC.

Under Section 402 of the Business Corporation Law

401930

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 16 1986

AMT. OF CHECK \$ 124
FILING FEE \$ 690
TAX \$ 0
COUNTY FEE \$ 0
COPY \$ 4
CERT \$ 0
REFUND \$ 0
SPEC HANDLE \$ 100

BY

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p. New

794675

SEP 15 9

RT

CD

Law Department
Grey Advertising Inc.
777 Third Avenue
New York, NY 10017

BILLED

CERTIFICATE OF INCORPORATION

OF

SLIDECRAFTERS INC.

(Under Section 402 of the Business Corporation Law)

I, the undersigned, for the purpose of forming a corporation under Section 402 of the Business Corporation Law of the State of New York, CERTIFY:

FIRST: The name of the corporation shall be: SlideCrafters Inc.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation shall be located in the City of New York, County of New York, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue shall be one hundred (100), the par value of which shall be \$1.00 per share.

FIFTH: The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o Grey Advertising Inc., 777 Third Avenue, New York, New York 10017, attn: Corporate Secretary.

AC 1930

SIXTH: (a) If at any time the holders of a majority or more of the capital stock of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the capital stock of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of its shares of stock covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the corporation, and provided further that each and every certificate of shares of stock subject to the terms and conditions of any such agreement be appropriately endorsed on the face thereof indicating that it is subject to such agreement.

(b) The Board of Directors shall from time to time decide whether and to what extent and at which time and under what conditions and requirements the accounts and books of the corporation, or any of them, except the minutes of the proceedings of its shareholders and record of shareholders, shall be open to the inspection of the shareholders and holders of voting trust certificates, if any, representing shares of the corporation, and no shareholder or holder of voting trust certificates shall have any right to inspect any book or document of the corporation except as such right may be conferred by the statutes of the State of New York or by resolutions of the Board of Directors or the shareholders.

(c) Any one or more or all of the directors may be removed either with or without cause at any time by vote of the shareholders, and any one or more of the directors may be removed with cause by action of the Board of Directors. Any vacancies occurring in the Board of Directors by reason of such removal may be filled by vote of the shareholders or by vote of a majority of the directors then in office.

(d) The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees each consisting of three or more members, and each of which, to the extent provided in the resolution or in the By-Laws, shall have all the authority of the Board, except as to matters in which committees are prohibited from having authority by the Business Corporation Law of the State of New York.

SEVENTH: No holder of any shares of any class of capital stock of the corporation shall as such holder have any preemptive right or be entitled as a matter of right to subscribe for or to purchase any other shares of any class of capital stock or any other securities convertible into, or carrying rights or options to purchase, any shares of any class of capital stock which at any time may be issued, proposed to be issued, sold or offered for sale by the corporation or with respect to which rights or options to purchase may be granted by the corporation.

IN WITNESS WHEREOF, I have signed this Certificate and affirm that the statements made herein are true under the penalties of perjury, this 10th day of September, 1986.


Julian A. Martin
777 Third Avenue
New York, New York 10017

aug-1-86-j/CERT-INC

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